

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
CapitalSource Finance LLC		03/14/2007	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	Octane Fitness, LLC		
Street Address:	9200 Wyoming Avenue North		
Internal Address:	Suite 380		
City:	Brooklyn Park		
State/Country:	MINNESOTA		
Postal Code:	55445		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2796083	OCTANE FITNESS	
Registration Number:	2961333	SMARTSTRIDE	
CORRESPONDENCE DATA			
Fax Number:	(651)426-2322		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	651-426-2400		
Email:	izag@sherrilllaw.com		
Correspondent Name:	Sherrill Law Offices, PLLC		
Address Line 1:	4756 Banning Avenue		
Address Line 2:	Suite 212		
Address Line 4:	White Bear Lake, MINNESOTA 55110		
ATTORNEY DOCKET NUMBER:	OCT001GR01		
NAME OF SUBMITTER:	Michael Sherrill		

OP \$65.00 2796083

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TRADEMARK  
REEL: 003499 FRAME: 0584

Signature:	/M. Sherrill/
Date:	03/14/2007
Total Attachments: 2 source=070314 Security Interest Trademarks#page1.tif source=070314 Security Interest Trademarks#page2.tif	

NOTICE OF RELEASE OF  
SECURITY INTEREST IN TRADEMARKS

WHEREAS, Octane Fitness, LLC, a Minnesota limited company and OF Holdings, Inc., a Delaware corporation (together, the "Assignors") assigned to and granted to CapitalSource Finance LLC, as Agent ("Assignee"), a security interest in all right, title and interest of Assignors in and to United States Trademark Numbers 2796083 and 2961333 (collectively, the "Trademarks").

WHEREAS, Assignee wishes to provide a document suitable for recording in the United States Patent and Trademark office for purposes of recording the release, relinquishment and discharge of its security interest in the Trademarks;

NOW, THEREFORE, in consideration of and in exchange for good and valuable consideration sufficiency and receipt of which is hereby acknowledged, Assignee hereby relinquishes, releases and discharges its security interest in the Trademarks.

*[Signature Pages Follow]*

IN WITNESS WHEREOF, the Assignee has caused this Notice of Release of Security Interest in Trademarks to be duly executed as of March 14, 2007.

CAPITALSOURCE FINANCE LLC, as Agent

By: 

Name: Albert Rocha  
Title: Senior Counsel